

**Exhibit B**

**Grogan Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 22-90273 (MI)  
)  
) (Jointly Administered)  
)

**DECLARATION OF  
JAMES T. GROGAN III IN SUPPORT OF THE  
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT  
OF PAUL HASTINGS LLP AS COUNSEL TO THE DEBTORS  
AND DEBTORS IN POSSESSION, EFFECTIVE AS OF SEPTEMBER 22, 2022**

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I, James T. Grogan III, pursuant to 28 U.S.C. section 1746, under penalty of perjury declare as follows:

1. I am an attorney admitted and in good standing to practice in the State of Texas.
2. I am a partner with the law firm of Paul Hastings LLP ("Paul Hastings"), located at, among other offices worldwide, 600 Travis Street, Fifty-Eighth Floor, Houston, Texas 77002, and am duly authorized to make this declaration (this "Declaration") on behalf of Paul Hastings. I submit this Declaration in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Paul Hastings LLP as Counsel to the Debtors and Debtors in Possession, Effective as of September 22, 2022* (the "Application")<sup>2</sup> of the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of an order authorizing the employment and retention of Paul Hastings as counsel under the terms and conditions set forth in the Application.

3. The facts set forth in this Declaration are based upon my personal knowledge, discussions with other Paul Hastings attorneys, and the firm’s client/matter records that were reviewed by me or other Paul Hastings attorneys acting under my supervision and direction. To the extent any information disclosed in this Declaration requires amendment or modification upon Paul Hastings’ further review or as additional information becomes available, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

#### **PAUL HASTINGS’ QUALIFICATIONS**

4. Paul Hastings is well qualified to serve as the Debtors’ counsel in the Chapter 11 Cases. Paul Hastings is one of the largest law firms in the world, with a national and an international practice, including a restructuring practice in Houston, and has substantial experience in virtually all aspects of the law that may arise in the Chapter 11 Cases. Paul Hastings has extensive bankruptcy and restructuring, corporate, energy, finance, fintech, litigation, M&A, real estate, securities, and tax expertise.

5. Paul Hastings’ finance and restructuring group provides an array of services to assist financially distressed businesses and their creditors in maximizing values and ultimate recoveries in a broad range of challenging circumstances. In roles ranging from debtor’s counsel to committee counsel, Paul Hastings’ lawyers have played a significant role in many of the largest and most complex cases under the Bankruptcy Code, including, among many others, the chapter 11 cases of AbitibiBowater; Adelphia Communications; Aerosoles, ALCO Stores;

Allegiance Telecom; Alta Mesa; American Airlines; Atlas Energy; Calpine Corporation; Castex Energy Partners; Chisholm Oil & Gas; Circuit City Stores; CIT Group; Comdisco; Cred Inc.; Cypress Environmental Partners; Dictaphone; Education Holdings 1; EHT US1, Inc.; Enron; FairPoint Communications; Fruit of the Loom; Furniture Brands International; General Growth Properties; GT Advanced Technologies; Hostess Brands; Innkeepers USA; Kmart; Lehman Brothers; Magna Entertainment; Mark IV Industries; McLeod USA; Molycorp; National Steel; NewPage; OneWeb Global Limited; Pioneer Energy Services; Reddy Ice; Refco; Sabine Oil & Gas Corporation; Sable Permian; SandRidge Energy; Six Flags; Spansion; The Clare; United Airlines; US Airways; Vanguard Natural Resources; Velti; Visteon Corporation; Washington Mutual; WorldCom; and Zenith Electronics.

6. Paul Hastings' representation of the Debtors commenced in mid-July, 2022, when Paul Hastings was engaged to evaluate strategic alternatives for restructuring the Debtors' indebtedness, including corporate, tax, and finance advice in connection with a restructuring, and ultimately, assisting in preparing, filing, and prosecuting a bankruptcy case under chapter 11. Before the Petition Date, Paul Hastings was involved, on behalf of the Debtors, in negotiating with various parties regarding various restructuring alternatives, including sales of assets or financing transactions, in preparing for the filing of the Chapter 11 Cases. Before the Petition Date, Paul Hastings also worked with the Debtors and their advisors to prepare the petitions, schedules, exhibits, and attendant first day motions to ensure a smooth transition through the restructuring process. During the course of this representation, Paul Hastings has become familiar with the Debtors' business and capital structure, the terms of their debt, and their organizational structure and needs.

**SERVICES TO BE PROVIDED**

7. Paul Hastings will render general legal services as needed throughout the course of the Chapter 11 Cases, including bankruptcy, corporate, energy, finance, fintech, litigation, M&A, real estate, securities, and tax advice. In particular, the Debtors have requested that Paul Hastings perform, among others, the following legal services:

- a. advising the Debtors of their rights, powers, and duties as debtors and debtors in possession while operating and managing their business and properties under chapter 11 of the Bankruptcy Code;
- b. preparing on behalf of the Debtors necessary and appropriate applications, motions, proposed orders, other pleadings, notices, schedules, and other documents, and reviewing financial and other reports to be filed in the Chapter 11 Cases;
- c. advising the Debtors concerning, and preparing responses to, applications, motions, other pleadings, notices, and other papers that may be filed by other parties in the Chapter 11 Cases;
- d. advising the Debtors with respect to, and assisting in the negotiation and documentation of, financing agreements and related transactions;
- e. reviewing the nature and validity of liens asserted against the Debtors' property and advising the Debtors concerning the enforceability of such liens;
- f. advising the Debtors regarding their ability to initiate actions to collect and recover property for the benefit of their estates;
- g. advising and assisting the Debtors in connection with any potential asset sales and property dispositions;
- h. advising the Debtors concerning executory contract and unexpired lease assumptions, assignments, and rejections as well as lease restructurings and recharacterizations;
- i. advising the Debtors in connection with the prosecution, confirmation, and consummation of a plan or plans of reorganization and related transactions and transactional documents;
- j. assisting the Debtors in reviewing, estimating, and resolving claims asserted against the Debtors' estates;
- k. negotiating with parties in interest;

- l. commencing, conducting, and/or continuing litigation necessary and appropriate to assert rights held by the Debtors, protect assets of the Debtors' chapter 11 estates, or otherwise further the goal of completing the Debtors' successful reorganization; and
- m. providing non-bankruptcy services for the Debtors to the extent requested by the Debtors.

Paul Hastings has substantial expertise in all of these areas and has obtained valuable institutional knowledge of the Debtors' business and financial affairs through its representation of the Debtors prior to and since the Petition Date.

### **COMPENSATION OF PAUL HASTINGS**

8. Paul Hastings will apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Chapter 11 Cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Paul Hastings will use in the Chapter 11 Cases are generally the same as the hourly rates and corresponding rate structure that Paul Hastings uses in similar matters (with the exception of Puerto Rico's Title III cases), as well as other complex transactional and litigation matters whether in court or otherwise, regardless of whether a fee application is required and regardless of the location of the chapter 11 cases. Paul Hastings' rates and rate structure reflect that such restructuring and other complex matters typically are national and international in scope and involve great complexity, high stakes, and severe time pressures.

9. Paul Hastings operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors. Paul Hastings' current customary hourly rate ranges in the United States are as follows:

<b><u>Timekeeper Category</u></b>	<b><u>U.S. Hourly Rate Range</u></b>
Partners	\$1,310 – \$1,935
Of Counsel	\$1,335 – \$1,860
Associates	\$755 – \$1,230
Paralegals	\$250 – \$565

10. Paul Hastings' hourly rates are set at a level designed to compensate it fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. I believe these rates are reasonable and commensurate with the hourly rates of other firms of similar size and expertise. Paul Hastings' hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>3</sup>

11. It is Paul Hastings' policy to charge its clients in all areas of practice for all expenses incurred in connection with a client's matter. The expenses charged to clients include, among other things, photocopying, witness fees, travel expenses, filing and recording fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, expenses for "working meals," and telecopier charges. To ensure compliance with applicable deadlines in the Chapter 11 Cases, from time to time the firm utilizes the services of overtime secretaries and charges fees for such services in accordance with its engagement letter with the Debtors. Paul Hastings will charge the Debtors for the above expenses in a manner and at rates consistent with charges generally made to its other clients. Paul Hastings believes that failure to charge these expenses would require the firm to increase its current hourly rates.

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<sup>3</sup> For example, like many of its peer law firms, Paul Hastings adjusts the hourly billing rate of attorneys and paraprofessionals in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the U.S. Trustee Guidelines). As set forth in the Proposed Order, Paul Hastings will provide ten business days' notice to the Debtors, the U.S. Trustee, and counsel to any official committee before implementing periodic increases, and shall file any such notice with the Court.

12. Paul Hastings currently charges \$0.08 per page for standard black and white duplication and \$0.50 per page for standard color copies in its offices in the United States. Paul Hastings does not charge its clients for incoming facsimile transmissions. Because Paul Hastings believes that on-line legal research (*e.g.*, LEXIS and WESTLAW) is far more cost-efficient than manual research using hardbound volumes, Paul Hastings encourages computerized legal research even though it is not a profit center for Paul Hastings.

13. The Debtors paid Paul Hastings a total of approximately \$4,250,000.00 during the 90-day period prior to the Debtors' bankruptcy filing. An accounting summary of invoiced amounts and payments received by Paul Hastings in the 90-day period prior to the Petition Date, based on Paul Hastings' review of its internal records, is set forth on **Schedule 3** hereto.

14. As of the Petition Date, Paul Hastings holds an advance payment retainer in the amount of approximately \$400,000.00. To the extent authorized by the Court, Paul Hastings will apply such funds to the payment of allowed fees for services rendered and the reimbursement of allowed expenses incurred by Paul Hastings in the course of the Chapter 11 Cases.

15. Paul Hastings shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Paul Hastings also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures set forth in the U.S. Trustee Guidelines in connection with the interim and final fee applications to be filed by Paul Hastings in the Chapter 11 Cases.

16. Paul Hastings has not received any promises as to payment or compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the



Bankruptcy Code and as disclosed herein. Moreover, Paul Hastings has not agreed to share any of its compensation from the Debtors with any other person, other than the partners, of counsel, associates, and staff employed by Paul Hastings as permitted by section 504 of the Bankruptcy Code. The proposed retention of Paul Hastings is not prohibited by Bankruptcy Rule 5002.

### **PAUL HASTINGS' CONFLICT CHECK PROCEDURES**

17. Paul Hastings has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. In preparing this Declaration, I used a set of procedures developed by Paul Hastings to ensure compliance with the applicable requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals. Pursuant to these procedures, I caused to be performed the actions described below to identify Paul Hastings' connection to potential parties in interest in the Chapter 11 Cases. More specifically, I caused to be submitted for review under our conflicts check system the names of the potential parties in interest in the Chapter 11 Cases, as provided by the Debtors, identified on **Schedule 1** hereto (collectively, the "**Potential Parties In Interest**").<sup>4</sup> The results of our conflict check were compiled and analyzed by Paul Hastings attorneys acting under my supervision.<sup>5</sup>

### **PAUL HASTINGS' CONNECTION WITH POTENTIAL PARTIES IN INTEREST**

18. Paul Hastings and certain of its partners, of counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in the Chapter 11 Cases in connection with matters unrelated to the

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<sup>4</sup> Paul Hastings' inclusion of any parties in the attached schedules is solely to illustrate Paul Hastings' conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

<sup>5</sup> The **Schedule 1** list of Potential Parties in Interest may be changed without our knowledge and may change during the pendency of the Chapter 11 Cases. Accordingly, Paul Hastings will update this Declaration as necessary and when Paul Hastings becomes aware of additional material information.

Debtors and the Chapter 11 Cases. Paul Hastings has searched on its electronic database for its connection to the Potential Parties in Interest on **Schedule 1** hereto. To the extent such searches indicated that Paul Hastings has performed services for any such entity within the last five years, the identity of such entity and the nature of Paul Hastings' relationship with such entity are set forth below or in **Schedule 2** hereto.

19. To the best of my knowledge, information, and belief, based on the review procedures described above, Paul Hastings does not have any "connection" to the Potential Parties in Interest except as described in this Declaration, including the Schedules hereto. Neither the term "connection," as used in Bankruptcy Rule 2014, nor the proper scope of a professional's search for "connection" has been defined, and I am therefore uncertain what this Court may consider a "connection" requiring disclosure. Out of an abundance of caution, I am disclosing many representations that are not, to my understanding, disqualifying or problematic under either section 327(a) of the Bankruptcy Code or applicable standards of professional ethics.

20. Neither I, nor any partner, of counsel, or associate of Paul Hastings, as far as I have been able to ascertain, has any connection with the Debtors, the U.S. Trustee, or any Potential Party in Interest, except as set forth below or otherwise in this Declaration:

- a. To the extent its conflicts check system indicated that Paul Hastings has, or may have, represented a Potential Party in Interest within the last five years in matters unrelated to the Debtors, the identity of such entity and the nature of Paul Hastings' relationship with such entity are set forth in **Schedule 2** hereto. Although Paul Hastings has represented, currently represents, and may continue to represent certain entities and individuals listed on **Schedule 2** hereto, Paul Hastings will not represent any such entity or individual in the Chapter 11 Cases.
- b. Each of the entities and individuals identified on **Schedule 2** (and any affiliates thereof) for whom Paul Hastings has performed services accounted for less than 1.0% of Paul Hastings' fees collected for the firm's fiscal year ending January 31, 2022.

- c. Paul Hastings has represented, currently represents, and may continue to represent Generate Capital or certain of its affiliates on matters unrelated to the Debtors. An affiliate of Generate Capital called GC Data Center Equity Holdings, LLC, (i) is the lender to certain non-Debtor affiliates of the Debtors, (ii) has an unsecured guarantee claim against Debtor Compute North Holdings, Inc., and (iii) owns approximately 1% of Debtor Compute North Holdings, Inc.'s preferred equity. GC Data Center Equity Holdings, LLC is not a client of the Firm. Paul Hastings has obtained a conflict waiver from the Debtors with respect to Paul Hastings' continued representation of Generate Capital in unrelated matters. Similarly, Generate Capital has given Paul Hastings a general waiver of conflicts that may result from the firm's representation of other clients in financial restructuring matters. In addition, Paul Hastings has imposed (and will continue to impose) certain screening procedures in the form of ethical walls between the attorneys, files, and information relating to Paul Hastings' representation of the Debtors and those relating to the firm's representation of Generate Capital. Paul Hastings does not and will not represent Generate Capital in the Chapter 11 Cases. I do not believe this connection precludes Paul Hastings from meeting the disinterestedness standard under the Bankruptcy Code, but disclose it out of an abundance of caution.
- d. From time to time, Paul Hastings has referred work to other professionals retained or to be retained in the Chapter 11 Cases. Likewise, certain such professionals have referred work to Paul Hastings. In matters unrelated to the Chapter 11 Cases, Paul Hastings has worked with and/or represented certain of the Debtors' other professionals.
- e. Certain Potential Parties in Interest may be or may have been creditors of existing debtor clients or former clients of Paul Hastings. In addition, certain Potential Parties in Interest may be or may have been members of official committees represented by Paul Hastings.
- f. Neither I, nor any partner, of counsel, or associate of Paul Hastings individually holds a prepetition claim against the Debtors.
- g. To my knowledge, none of the partners, of counsels, or associates of Paul Hastings, and none of the members of their immediate families, are currently employees of one or more of the Debtors.
- h. To my knowledge, none of the partners, of counsels, or associates of Paul Hastings was, within two years of the Petition Date, a director, officer, or employee of one or more of the Debtors.
- i. Paul Hastings holds no stock of the Debtors. Neither I, nor any partner, of counsel, or associate of Paul Hastings individually holds any stock in the Debtors.

- j. Certain insurance companies pay the legal bills of certain Paul Hastings clients. Some of these insurance companies may be involved in the Chapter 11 Cases. None of these insurance companies, however, are Paul Hastings clients as a result of this situation.
- k. Given the number of attorneys in its offices, several attorneys at Paul Hastings have professional, working, or social relationships with firms or professionals at firms that may be adverse to the Debtors. In addition, several attorneys at Paul Hastings have spouses, parents, children, siblings, fiancés, or fiancées who are attorneys at other law firms or companies that may be involved in the Chapter 11 Cases. Paul Hastings has strict policies against disclosing confidential information to anyone outside of the firm, including spouses, parents, children, siblings, fiancés, and fiancées.
- l. In addition, Paul Hastings attorneys may have, in the past, worked at law firms at which certain Judges in the U.S. Bankruptcy Court or the U.S. District Court for the Southern District of Texas were employed or were partners. In addition, Paul Hastings attorneys may have, in the past, clerked for certain Judges in the U.S. Bankruptcy Court or the U.S. District Court for the Southern District of Texas.

21. Despite the efforts described above to identify and disclose Paul Hastings' connections with Potential Parties in Interest in the Chapter 11 Cases, because Paul Hastings is an international firm with hundreds of attorneys in several offices worldwide, and, because the Debtors are a multifaceted enterprise with thousands of creditors and other relationships, Paul Hastings is unable to state with certainty that every client representation or other connection has been disclosed. If Paul Hastings discovers additional information that requires disclosure or modification of this Declaration, Paul Hastings will file a supplemental declaration with the Court.

22. Based on the foregoing and except as provided herein and in the Schedules hereto, to the best of my knowledge, information, and belief formed after reasonable inquiry: (a) Paul Hastings has no connection with the Debtors, their creditors, the U.S. Trustee, any person employed in the office of the U.S. Trustee, or any other entity with an actual or potential interest in the Chapter 11 Cases or their respective attorneys or accountants; (b) Paul Hastings is not a

creditor, equity security holder, or insider of the Debtors; (c) none of Paul Hastings' partners, counsel, or associates is or was, within two years of the Petition Date, a director, officer, or employee of the Debtors; and (d) Paul Hastings neither holds nor represents an interest materially adverse to the Debtors, their estates, or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason. Accordingly, I believe that Paul Hastings is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

### **STATEMENT REGARDING THE U.S. TRUSTEE GUIDELINES**

23. Paul Hastings looks forward to working with the U.S. Trustee to address the concerns that prompted the U.S. Trustee Guidelines, but reserves all rights as to their relevance and substantive legal effect in connection with the Application or any application for compensation in the Chapter 11 Cases. Paul Hastings provides the following response to the request for information set forth in Paragraph D.1. of the U.S. Trustee Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No. Paul Hastings and the Debtors have not agreed to any variations from, or alternatives to, Paul Hastings' standard billing arrangements for this engagement.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: The billing rates charged the Debtors in the prepetition period are the same as the rates that Paul Hastings is charging in the

postpetition period, subject to the firm's customary periodic adjustments.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: The Debtors and Paul Hastings have worked together to prepare a budget for the period from the Petition Date through December 31, 2022. The Debtors and Paul Hastings will prepare a staffing plan for the same time period.

*[Remainder of Page Intentionally Left Blank]*

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed on: October 3, 2022  
Houston, Texas

/s/ James T. Grogan III

James T. Grogan III  
Partner  
Paul Hastings LLP

**Schedule 1**

**POTENTIAL PARTIES IN INTEREST**

**Debtors**

CN Atoka LLC  
CN Big Spring LLC  
CN Colorado Bend LLC  
CN Corpus Christi LLC  
CN Developments LLC  
CN Equipment LLC  
CN King Mountain LLC  
CN Minden LLC  
CN Mining LLC  
CN Pledgor LLC  
Compute North Holdings, Inc.  
Compute North Member LLC  
Compute North NC08 LLC  
Compute North NY09 LLC  
Compute North SD LLC  
Compute North Texas LLC  
Compute North TX06 LLC  
Compute North TX10 LLC  
Compute North, LLC

**Banks**

BMO Harris Bank, N.A.  
Fidelity Bank Plc.

**Current and Former Directors & Officers**

Harold Coulby  
Brian Falik  
Drake Harvey  
Bobby Kandaswamy  
PJ Lee  
Jose Lima  
Dave Movius  
Dave Perrill  
Eli Scher  
Shounok Sinha  
Stephen Stenbeck  
Carl Stjernfeldt  
Jason Stokes  
Kyle Wenzel

**Customers**

[Redacted]

**Debt Service**

Generate Capital, PBC  
Post Road Administration

**Electricity Provider**

Constellation  
Exelon Generation  
Midamerican Energy Company  
MP2 Energy Texas LLC  
Nebraska Public Power District

**Employees and Contractors**

Sean Aschoff  
Mark Beckendorf  
Robert Bisanz  
Matthew Boisjolie  
Matthias Bolda  
John Bouchard  
Nathan Buckley  
Arthur Calloway  
Christopher Chew  
Joey Colyer  
Brendon Coughtry  
Nick Crain  
Gregory S. Cribb  
Einar A. Cristiani  
Jack D'Angelo  
Tim Dahl  
Eyal Dayan  
Mark Decker  
Carlos Domenech  
Deana Dorosheko  
Cindy Doyle  
Brad Ellis  
Jean Esquier  
Giovanni Esteves  
Mohammed Fadlallah  
Thomas Ferry  
Ken Flory  
David Galeano  
Israel Garcia  
Patrick Geisler  
Igor Gonta  
Patrick Govier  
Danny Grace  
Michael Grace  
James Griffith  
Chris Grumet  
Alexander Guddat  
Richard Hagen



Jonathan Hakim  
Brian Hakk  
Irving Hansen  
Richard Harvey  
Brian Haw  
James Haynes  
Jeff Hene  
Jesse Hensley  
Jiri Holba  
Andrei Isari  
Guy C. Jackson  
Barry Jeffries  
Marshall Johnson  
Alexandre Julio  
Jordan Kanfer  
Khashayar Kashani  
Sandeep Katoch  
Thomas Kieffer  
Michael Kindel  
Joseph C. Kiser  
Benjamin Kolpa  
Ron Konezny  
Robert L. Kramer  
Darius Kuzmicz  
Liz Labelle  
Thomas P. LaBelle  
Toby LaBelle  
Ronda Laplaca  
Bradley Lew  
Phillip Li  
David Lockard  
Nelu Mihai  
Benjamin Morgan  
David Robert Morgan  
Thomas Moser  
Roman Nabatov  
Max Niederluecke  
Rooney Nimmo  
Jack Perrill  
John Perrill  
Richard Pieters  
Kayla Piper  
Nicola Piper  
Brian Pryor  
Johnathon Ritucci  
Tad Piper TTEE for the Tad W. Piper Revocable  
Trust  
Torben Rytte  
Anthony Scaparra  
Taylor Shakespeare  
Nathan Sprague

Ben Stoos  
Philip Tooke  
Armen Tovmasyen  
Eric Tracy  
Amar Tsolmon  
Jean Marcel Viljoen  
Jan Vyhlidka  
Ralph Weber  
John Winslow  
Brent Wong  
Satyen Yadav  
Perrill

**Insurance**

AFCO  
AON Risk Services  
Arrowhead General Insurance Agency, Inc.  
CNA Insurance  
Hylant

**IT**

Flexential Corp.  
Sage Intacct  
Workiva Inc.

**Lenders**

Generate Lending, LLC  
Marathon Digital Holdings, Inc.  
Mercuria Energy America, LLC  
NextEra Energy Resources, LLC  
TZ Capital Holdings, LLC

**Lessor**

7575 Management LLC

**Non-Debtor Affiliates**

CN Borrower LLC  
CN Wolf Hollow LLC  
Compute North NE05 LLC  
Marathon Compute North 1 LLC  
Marathon Compute North 2 LLC  
TZRC Horse Hollow LLC  
TZRC King Mountain LLC  
TZRC LLC  
TZRC Mining LLC

**Ordinary Course Professionals**

Ernst & Young LLP  
Finn Dixon  
Growth Operators Advisory Services LLC  
Hello Temp Inc.

Jackson Lewis P.C.  
 Jackson Walker LLP  
 Kutak Rock LLP  
 McDonald Hopkins  
 Meridian Compensation Partners LLC  
 Nordmark Energy Consulting, LLC  
 Norton Rose Fulbright US LLP  
 RSM US LLP  
 SALO, LLC  
 Sira Corbetta Lopez de Letona  
 Smith Anderson Blount Dorsett Mitchell &  
     Jernigan LLP  
 Mahesh Tripunitara  
 Westwood Professional Services

#### **Other**

Authentic Brand LLC  
 Bootstrap Energy LLC  
 Bradley Arant Boult Cummings  
 Corporate Performance Strategies Inc.  
 DNV Energy USA Inc.  
 Dennis Fehr  
 Gartner Inc.  
 James B. Rogers, as trustee of the Max G.  
     Aronson Trust U/A DTD 11/01/2006  
 James B. Rogers, as trustee of the Robert I.  
     Aronson Trust U/A DTD 07/29/2003  
 James B. Rogers, as trustee of the Samuel L.  
     Aronson Trust U/A DTD 12/08/2000  
 Jefferies LLC  
 MVP Logistics LLC  
 NBTC  
 Nebraska Public Safety Task Force  
 Northern Tool & Equipment  
 Nowlit Solutions Corp.  
 OverWatch Enterprises LLC  
 PandaDoc, Inc.  
 Pansing Hogan Ernst & Bachman  
 Paul Hastings  
 Portage Point Partners LLC  
 ProLift Rigging Company LLC  
 Quartz Energy Partners  
 Ramp Credit Card  
 SGS North America Inc.  
 StarTex Software LLC  
 Stephen Aronson Rev Living Trust U/A/D  
     07/15/2015  
 Texas Blockchain Council  
 The Gene Allen Trust  
 United Management - Rent Payment  
 Uptick Tech

URS Compliance  
 WW Grainger Inc.

#### **Payroll & Benefits**

Insperty

#### **Professionals**

Ballard Spahr LLP  
 CT Corporation System  
 Foley & Lardner LLP  
 Fredrikson & Byron, PA  
 Kirkland & Ellis LLP  
 Koho Consulting  
 Milbank

#### **Shareholders**

Addison L Piper TTEE for the Addison L Piper  
     Revocable Trust  
 ADK Holdings LLC  
 Callanish Capital Partners LP  
 Coeranbrooke LLC  
 Creekside Investments 1 LLC  
 Daniel R Aronson & Martha G Aronson  
     TRUSTEES for the Daniel R. Aronson  
     Revocable Trust  
 Digital Currency Group Inc.  
 Elliot B Evers TTEE for the Elliot Evers 2010  
     Revocable Trust  
 Endurance Search Partners LLC  
 Fredric Goldberg Rev Trust U/A/D 05/15/2019  
 H2 Renewables LLC  
 Katherine E. Bispala TTEE for the Katherine E.  
     Bispala Spousal Limited Access TR u/a/d  
     Millennium Trust Co LLC Custodian FBO  
 Michael Thomas Zenk IRA XXXX65634  
 Muinzer Ventures LLC  
 Perrill Technology LLC  
 REIC Gamma (AM/DB) Holdings LLC  
 Reviva Inc.  
 SM & MS Partners  
 The Goldman Sachs Trust Company of  
     Delaware, as Trustee of the DP GST Exempt  
     Family Trust U/A/D 8/1/  
 Vedado Capital LLC  
 Vitali Compute LLC

#### **Large Trade Creditors**

7575 Management LLC  
 Bitmain  
 Bootstrap Energy LLC  
 CH Robinson Company Inc.

Circuit Breaker Guys, LLC  
 City of Big Spring, TX  
 Commonwealth Electric Company of the  
     Midwest  
 CorTalent  
 Echo Search Group  
 Egauge Systems LLC  
 Ernst & Young LLP  
 Flexential Corp.  
 Foundry Digital LLC  
 Freudenberg Filtration Technologies  
 Gartner Inc.  
 Growth Operators Advisory Services LLC  
 HubSpot  
 Koch Filter Corporation  
 Koho Consulting  
 M A Mortenson Co.  
 Madel PA  
 Marathon Digital Holdings, Inc.  
 Maxim Crane Works  
 Meritus Recruiting Group LLC  
 Midamerican Energy Company  
 MP2 Energy Texas LLC  
 MVP Logistics LLC  
 NBTC  
 Norton Rose Fulbright US LLP  
 Opkalla Inc.  
 OverWatch Enterprises LLC  
 Overwatch Surveillance LLC  
 Rand Worldwide Subsidiary Inc.  
 Recruiters of Minnesota  
 RK Mission Critical  
 Russell A. Farrow US Inc.  
 Spectrum Search Partners  
 Starostka Group Unlimited  
 Sunbelt Solomon Services, LLC  
 Transfluid Services - Stark  
 Uline  
 Urban Solution Group  
 US Bitcoin Corp.  
 Westwood Professional Services

**U.S. Trustee Personnel, Judges, and  
 Court Contacts**

Albert Alonzo  
 Alicia Barcomb, Trial Attorney  
 Jacqueline Boykin, Legal Data Technician  
 Alethea Caluza, Paralegal Specialist  
 Ana Castro  
 Jeannie Chavez  
 Tracey Conrad

LinhThu Do  
 Hector Duran, Trial Attorney  
 Kevin M. Epstein, US Trustee  
 Ivette Gerhard, Secretary  
 Brian Henault, Bankruptcy Analyst  
 Judge Marvin Isgur  
 Luci Johnson-Davis, Paralegal Specialist  
 Chief Judge David R. Jones  
 Omar E. Jones, Auditor  
 Tyler Laws  
 Judge Christopher Lopez  
 Zilde Martinez, Courtroom Deputy  
 Linda Motton, Paralegal Specialist  
 Ha Nguyen, Trial Attorney  
 Judge Jeffrey P. Norman  
 Nathan Ochsner (Clerk of the Court)  
 Glenn Otto, Bankruptcy Analyst  
 John Patouhas  
 Kimberly Picota  
 Vriana Portillo  
 Mario Rios  
 Yasmine Rivera, Auditor  
 Judge Eduardo V. Rodriguez  
 Jayson B. Ruff, Trial Attorney  
 Rosario Saldana, Case Manager  
 Millie Aponte Sall, Assistant U.S. Trustee  
 Patricia Schmidt, Legal Assistant  
 Christy Simmons, Bankruptcy Analyst  
 Gwen Smith, Legal Assistant  
 Stephen Statham, Trial Attorney  
 Christopher R. Travis, Trial Attorney  
 Clarissa Waxton, Bankruptcy Analyst  
 Jana Whitworth, Trial Attorney

**Utilities**

AT&T Mobility  
 Bosselman  
 Circuit Breaker Guys, LLC  
 City of Big Spring  
 City of Big Spring Water Dept.  
 City of Big Spring, TX  
 Constellation New Energy  
 Edison Energy LLC  
 Fibercomm  
 Gexa Energy  
 King Mountain Upton Wind, LLC  
 Mercuria Energy America, LLC  
 Nebraska Link Holdings  
 Oncor Electric Delivery Company  
 Republic Services  
 Shell Energy

Solid Waste Agency Landfill  
Texas-New Mexico Power Company  
United Cooperative Services  
Waste Management of Carol Stream, IL

**Vendors / Service Providers**

308 Construction LLC  
AlphaGraphics Bloomington  
Alternative Business Furniture  
American Tower  
Anthony Ostlund Louwagie Dressen & Boylan  
P.A  
A-Team Heating and Cooling  
Authority Electric & A/C  
Aviat US Inc.  
Aviation Charter Inc.  
Baldwin Design Consultants, PA  
Basin 2 Way  
Basin Abstract & Title  
berganKDV  
BG Ventures  
BHI Holdings LLC  
Big Bend Telecom  
Bill.com  
Bitmain  
BMO  
Bosselman Energy  
C&S Crane and Rigging LLC  
Cage Engineering Inc.  
CH Robinson Company Inc.  
Citizen Partners  
City of Greenville, North Carolina  
City of Kearney, Nebraska  
Classic Industrial Services Inc.  
CliftonLarsonAllen  
Coffman Engineers Inc.  
Comfy Bowl, Inc.  
Commonwealth Electric Company of the  
Midwest  
Complete Underground, LLC  
Corpus Christi Rimz  
CorTalent  
CRG Corporation  
CSC  
Culligan of Kearney  
Deluxe  
DHL Express USA Inc.  
Double Radius Inc.  
Douglas Electrical Services LLC  
Dunn Engineering, LLC  
Dwight Lane Investments

Eakes Office Solutions  
Ebay  
Echo Search Group  
Economic Development Council of Buffalo  
County  
ECS Southeast LLP  
Egauge Systems LLC  
Electric Power Engineers, LLC  
Energage LLC  
EnginSoft USA  
Equipment Management Services LLC  
Everington Consulting, Inc.  
Fastenal  
FedEx  
Ferguson Electric Construction  
FiberComm, LLC  
Fidelity Bank  
Finley Investigations & Security Inc.  
Fireblocks Inc.  
Freudenberg Filtration Technologies  
G & G Golden Inc.  
Granbury Chamber  
GrassRoots  
GreenFox Marketing Solutions  
Greenville Utilities  
Ground Penetrating Radar Systems  
Hays Companies, Inc.  
HDR Engineering, Inc.  
Heartland Pneumatic  
Hire Right  
HM TECH LLC  
HubSpot  
Infrastructure Masons  
Integrated Security Solutions, LLC  
Steven Jackman  
Jobplex  
JSW Services  
Kaige Kubota LLC  
Kearney Power Sports  
KGI Wireless Inc.  
Kuncan Electronics Co Ltd.  
Land Management Group  
LexisNexis Risk Solutions FL Inc.  
Long Lines Broadband  
M A Mortenson Co.  
Mackinnon Bruce International  
Maddox Industrial Transformer  
Madel PA  
Marlatt Machine & Welding LLC  
Maxim Crane Works  
McCamey County Hospital District

Meritus Recruiting Group LLC  
Metro Alarm & Lock  
Midas Green Technologies  
Midland Lock and Safe  
Mid-State Engineering & Testing, Inc.  
Midway Chrysler Jeep Inc.  
Milco Environmental Services  
Miller & Associates Consulting Engineers, P.C.  
MiningDisrupt  
Mowrey, Ryen  
NAI United Management, LLC  
Nebraska Crane  
Nebraska Department of Revenue  
Nebraska Link Holdings, LLC dba OPTK  
Networks  
Nebraska Title Company  
NextLink Internet  
Office Furniture Liquidations  
Ogletree Deakins Nash Smoak & Stewart  
Overhead Door Company of Permian Basin  
PA Department of State  
Pegasus Energy LLC  
Pennzoil-Quaker State Company  
Phillips Fabrication, Inc.  
Power Asset Recovery Corporation  
Power Search and Consulting LLC  
Print Crypto Inc.  
Prosek LLC  
PW Rentals, LLC/Roland Whitney  
R. O. Youker, Inc.  
Rand Worldwide Subsidiary Inc.  
Recruiters of Minnesota  
Redman's Shoes  
Republic Services  
Ricoh USA Inc.  
RK Mission Critical  
Roebuck Staffing Company LLC  
Roth Staffing Companies LP  
Russell A Farrow US Inc.  
Satellite Shelters Inc.  
Sayler Screenprinting  
Shenzhen 10Gtek International Co Ltd.  
Shenzhen Aimeijin Electronics Co, Ltd.  
Shenzhen Guangyu Technology Co.  
SHI International Corp.  
Shoppas Material Handling, Ltd.  
SignPro  
Sirius Computer Solutions Inc.  
Solid Waste Agency Landfill  
Source Incorporated of Missouri  
Spark Public Relations

Spectrum Search Partners  
Spyglass Home Inspections  
Starostka Group Unlimited  
State of Connecticut  
State of Delaware  
Sunbelt Rentals  
Sunbelt Solomon Services, LLC  
Superior Cranes, Inc.  
Tech Strategy Leaders LLC  
TerraSano Services LLC  
Texan Restrooms LLC  
TForce Worldwide Inc.  
The Lockmobile LLC  
The Wells Partnership Company  
Thompson Electric Company  
Thomson Reuters - West  
TNT Crane & Rigging  
Transfluid Services - Stark  
Trond  
True North Data Solutions Inc.  
Uline  
Ulteig Engineer's Inc.  
United Cooperative Services  
UPS Supply Chain Solutions, Inc.  
Upton County  
Urban Solution Group  
US Compliance  
USA Communications  
Valdes Engineering Company  
Valley Forklift  
Verizon  
Versatile Industries V  
VTH Advisors, LLC  
WAND Corporation  
Waste Management  
West Texas Commercial Cleaning, LLC  
Wharton County Permit & Inspection Dept.  
Williams Scotsman Inc.  
World Wide Technology LLC  
Zhejiang Quinntek Co Ltd.

**Schedule 2****POTENTIAL PARTIES IN INTEREST OR THEIR AFFILIATES WHOM PAUL HASTINGS HAS, OR MAY HAVE, REPRESENTED WITHIN THE LAST FIVE YEARS IN MATTERS UNRELATED TO THE CHAPTER 11 CASES<sup>1</sup>**

<b><u>Potential Parties in Interest</u></b>	<b><u>Relationship to Debtors</u></b>	<b><u>Clients &amp; Their Affiliates</u></b>
BMO Harris Bank, N.A.	Banks	Former client. Parent and related entities are current clients.
[redacted]	Customers	Not a client. Entity related to parent is a current client.
[redacted]	Customers	Current client.
Generate Capital, PBC	Debt Service	Current client.
Constellation	Electricity Provider	Former client. Parent and related entities are former clients.
Exelon Generation	Electricity Provider	Not a client. Parent and related entities are former clients.
Midamerican Energy Company	Electricity Provider	Former client. Entities related to parent are current clients.
MP2 Energy Texas LLC	Electricity Provider	Not a client. Entities related to parent are current clients.
John Bouchard	Employees and Contractors	Not a client. A “John J. Bouchard” is associated with a client, whose related entities are current clients. <sup>1</sup>
David Galeano	Employees and Contractors	An “Oscar David Diaz Galeano” is a current pro-bono client. <sup>1</sup>
Michael Grace	Employees and Contractors	A “Michael J. Grace” is a former client. Parent and related entities are current clients. <sup>1</sup>
Robert L. Kramer	Employees and Contractors	Not a client. An individual with the same name is a client-related party in firm matters. <sup>1</sup>
AFCO	Insurance	Not a client. Parent and related entities are current clients.
AON Risk Services	Insurance	Former client. Parent and related entities are also former clients.
CNA Insurance	Insurance	Former client. Parent and related entities are also former clients.
Flexential Corp.	IT	Current client. Parent and related entities are also current clients.

<sup>1</sup> Please note that **Schedule 1** includes several individuals. While Paul Hastings does not believe that it has any connection to these individuals, Paul Hastings does not have sufficient information to definitively determine whether or not it has any such connection.

Ernst & Young LLP	Large Trade Creditors and Ordinary Course Professionals	Former client. Related entities are also former clients.
Foundry Digital LLC	Large Trade Creditors	Not a client. Entities related to parent are current clients.
Maxim Crane Works	Large Trade Creditors and Vendors / Service Providers	Not a client. Parent and related entities are current clients.
Midamerican Energy Company	Large Trade Creditors	Former client. Entities related to parent are current clients.
US Bitcoin Corp.	Large Trade Creditors	Current client.
Generate Lending, LLC	Lenders	Not a client. Parent is a current client.
Mercuria Energy America, LLC	Lenders and Utilities	Not a client. A related entity is a former client.
NextEra Energy Resources, LLC	Lenders	Former client. Parent and related entities are former clients.
RSM US LLP	Ordinary Course Professionals	Not a client. Related entities are former clients.
Jefferies LLC	Other	Current client. Related entities and parent are also current clients.
Ramp Credit Card	Other	Not a client. Parent is a current client.
CT Corporation System	Professionals	Not a client. Parent and related entities are former clients.
Digital Currency Group Inc.	Shareholders	Not a client. Entities related to parent are current clients.
Millennium Trust Co LLC Custodian FBO Michael Thomas Zenk IRA XXXX65634	Shareholders	Millennium Trust Co LLC is a current client. Entities related to parent are also current clients.
The Goldman Sachs Trust Company of Delaware, as Trustee of the DP GST Exempt Family Trust U/A/D 8/1/	Shareholders	Not a client. Related entities and parent of The Goldman Sachs Trust Company of Delaware are current clients.
AT&T Mobility	Utilities	Current client. Related entities and parent are also current clients.
Constellation New Energy	Utilities	Not a client. Related entities and parent are former clients.
Gexa Energy	Utilities	Not a client. Related entities and parent are former clients.
King Mountain Upton Wind, LLC	Utilities	Not a client. Related entities and parent are former clients.
Oncor Electric Delivery Company	Utilities	Not a client. Related entities and parent are current clients.

Republic Services	Utilities and Vendors / Service Providers	Former client.
Shell Energy	Utilities	Not a client. Entities related to parent are current clients
American Tower	Vendors / Service Providers	Not a client. Entities related to parent are current clients.
Aviat US Inc.	Vendors / Service Providers	Not a client. Entity related to parent is a current client.
Bill.com	Vendors / Service Providers	Former client. Entities related to parent are current clients.
BMO	Vendors / Service Providers	Current client. Parent and related entities are current clients.
CSC	Vendors / Service Providers	Not a client. Entity related to parent is a current client.
Ebay	Vendors / Service Providers	Former client.
Electric Power Engineers, LLC	Vendors / Service Providers	Not a client. Related entities and parent are current clients.
LexisNexis Risk Solutions FL Inc.	Vendors / Service Providers	Not a client. Entities related to parent are current clients.
Long Lines Broadband	Vendors / Service Providers	Not a client. Parent and related entities are former clients.
Mid-State Engineering & Testing, Inc.	Vendors / Service Providers	Not a client. Parent is a former client.
Ogletree Deakins Nash Smoak & Stewart	Vendors / Service Providers	Current client.
Pennzoil-Quaker State Company	Vendors / Service Providers	Former client. Entities related to parent are current clients.
Sirius Computer Solutions Inc.	Vendors / Service Providers	Not a client. Entity related to parent is a former client.
Sunbelt Rentals	Vendors / Service Providers	Current client.
Thomson Reuters - West	Vendors / Service Providers	Not a client. Entities related to parent are current clients.
TNT Crane & Rigging	Vendors / Service Providers	Current client. Related entities and parent are former clients.
UPS Supply Chain Solutions, Inc.	Vendors / Service Providers	Former client. Entities related to parent are current clients.
Verizon	Vendors / Service Providers	Current client. Entities related to parent are also current clients.
Williams Scotsman Inc.	Vendors / Service Providers	Former client.



**Schedule 3****INVOICES AND PAYMENTS 90 DAYS PRIOR TO PETITION DATE<sup>1</sup>**

Invoices sent to the Debtors by Paul Hastings:

<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Amount Invoiced</b>
07/28/2022	2324296	\$383,005.00
08/10/2022	2325146	\$741,488.05
08/23/2022	2327243	\$841,925.22
09/13/2022	2328663	\$1,066,250.39
09/21/2022	2330617	\$724,651.25
TBD	Unbilled	\$90,995.96
	<b>Total</b>	<b>\$3,848,315.87</b>

Payments by the Debtors to Paul Hastings:

<b>Date</b>	<b>Amount</b>
07/19/2022	\$400,000.00
07/29/2022	\$500,000.00
08/08/2022	\$500,000.00
08/15/2022	\$750,000.00
08/25/2022	\$750,000.00
09/07/2022	\$750,000.00
09/21/2022	\$600,000.00
<b>Total</b>	<b>\$4,250,000.00</b>

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<sup>1</sup> The tables reflect both restructuring and non-restructuring related invoices and payments.